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Hearing Date: TBD

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No.: 09-50026 (REG)

(Jointly Administered)

**SUPPLEMENT TO OBJECTION OF THE BARNES GROUP INC. AND SEEGER-
ORBIS GmbH & CO. OHG TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (II) CURE COSTS RELATED THERETO**

The Barnes Group Inc. ("BGI"), on behalf of its Associated Springs Division ("Associated Springs") and its wholly owned, indirect subsidiary, Seeger-Orbis GmbH & Co. OHG ("Seeger") (BGI, Associated Springs, and Seeger collectively referred to as "Barnes"), by and through its counsel, Reid and Riege, P.C., hereby submits this supplement to its previously filed objection ("Objection") to the Notice of (I) Debtor's Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto ("Notice") and, in support thereof, represents as follows.

1. On June 1, 2009 ("Filing Date"), the above debtors ("Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code ("Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York.

2. Prior to the Filing Date, each of BGI, through Associated Springs, and Seeger supplied goods to the Debtors. As of the Filing Date, the Debtors owed (i) Associated Springs approximately \$729,977.94, and (ii) Seeger up to approximately \$1,419,927.27 (based upon the

interbank conversion rate as of the date hereof - the contracted currency relating to Seeger is euro; further, this amount may contain amounts due from non-debtor affiliates of the Debtors which may be part of separate contract(s) and not part of the Debtors' bankruptcy filing). Barnes believes that, subject to the caveat in the preceding parenthetical, these amounts may constitute the cure amounts due Associated Springs and Seeger, respectively, in the event the Debtors' contract(s) with these entities are assumed and assigned.

3. Barnes, as an essential supplier to the Debtors, participated on a teleconference with the Debtors on Friday, June 12, 2009. In that teleconference, Barnes heard, for the first time, that the Notice, including proposed cure amounts (or information necessary for Barnes to access the Debtors' calculation of cure amounts) had been circulated on or about June 5, 2009 and that the objection deadline to the Notice was June 15, 2009.

4. Although it was Barnes' understanding, through calls to the Supplier Information Call Center and other means, that it was an intended recipient of the Notice, Barnes had not received the Notice as of June 15, 2009. As a result, and to preserve its rights in the event the Debtors' calculation of the cure amounts conflicted with the cure amounts actually due, Barnes timely filed and served the Objection.

5. Subsequent to the filing of the Objection, each of BGI and Seeger received the Notice, which was dated June 15, 2009. Upon receipt of the Notice, Barnes immediately determined that the Debtors' calculation of the cure amounts is, in fact, significantly less than what is due, as reflected in paragraph 2 above.

6. In light of the foregoing, Barnes files this supplement to its Objection to confirm that the Debtors' calculation of the cure amounts conflicts with the cure amounts actually due. As was stated in the Objection (and restated here), Barnes neither objects to the proposed sale nor otherwise objects to the assumption and assignment of the contract(s).

WHEREFORE, Barnes prays for an order of this Court sustaining its Objection, denying the proposed assumption and assignment of contract(s) absent resolution of the cure amounts, and granting it such other and further relief as is just and equitable.

Dated at New Haven, Connecticut this 24th day of June, 2009.

BARNES GROUP INC.

/s/ Carol A. Felicetta

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